

**Exhibit D**

**Budget and Staffing Plan**

**Exhibit D-1**

**Budget Plan for the Compensation Period**

Matter	Matter	June 2020		July 2020		August 2020		September 2020	
		Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees
33260.0022	PROMESA TITLE III: PREPA	\$200,333.10	\$230,000	\$424,509.00	\$475,000	\$474,902.10	\$475,000	\$460,569.90	\$525,000
33260.0054	PREPA TITLE III - PREC	\$0.00	\$3,000	\$0.00	\$3,000	\$0.00	\$3,000	\$1,262.40	\$3,000
33260.0055	PREPA TITLE III - VITOL	\$142,268.40	\$175,000	\$208,805.70	\$200,000	\$450,689.70	\$415,000	\$315,701.10	\$400,000
33260.0056	PREPA TITLE III - UTIER CBA	\$243,467.40	\$300,000	\$245,580.30	\$300,000	\$244,367.10	\$250,000	\$207,645.90	\$275,000
33260.0059	PREPA TITLE III - MISCELLANEOUS	\$2,130.30	\$5,000	\$3,214.50	\$5,000	\$14,355.90	\$5,000	\$12,402.00	\$20,000
33260.0070	PREPA TITLE III - UTIER V. ORTIZ VAZQUEZ	\$552.30	\$7,500	\$710.10	\$2,500	\$38,650.80	\$50,000	\$95,311.20	\$125,000
33260.0075	PREPA TITLE III - COSTA SUR INSURANCE RECOVERY ACTION	\$84,826.20	\$97,534	\$19,803.90	\$25,000	\$11,440.50	\$25,000	\$31,560.00	\$50,000
33260.0085	PREPA TITLE III - COBRA ACQUISITION LLC	\$2,445.90	\$5,000	\$0.00	\$0	\$0.00	\$0	\$0.00	\$0
33260.0095	PREPA TITLE III - INSURANCE COVERAGE ADVICE	\$867.90	\$5,000	\$0.00	\$0	\$0.00	\$0	\$0.00	\$0
<b>PREPA TOTAL</b>		<b>\$676,891.50</b>	<b>\$828,034</b>	<b>\$902,623.50</b>	<b>\$1,010,500</b>	<b>\$1,234,406.10</b>	<b>\$1,223,000</b>	<b>\$1,124,452.50</b>	<b>\$1,398,000</b>
<b>ESTIMATED FEES Compensation Period (June 2020 - September 2020) TOTAL:</b>									<b>\$4,459,533.96</b>
<b>ACTUAL FEES Compensation Period (June 2020 - September 2020) TOTAL:</b>									<b>\$3,938,373.60</b>
<b>Percent Variance (Actual vs. Budgeted Fees)</b>									<b>11.7% below budget</b>

**Exhibit D-2**

**Staffing Plan for the Compensation Period**

**Staffing Plan for the Compensation Period<sup>1</sup>**

<b>Category of Timekeeper<sup>2</sup></b>	<b>Number of Timekeepers Expected to Work on The Matter During the Budget Period<sup>3</sup></b>	<b>Average Hourly Rate<sup>4</sup></b>
Partners	24	\$789
Senior Counsel	6	\$789
Associates	28	\$789
e-Discovery Attorneys	6	\$390
Paraprofessionals	13	\$270
<b>Total:</b>	<b>77</b>	

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<sup>1</sup> The actual number of timekeepers who worked on this matter during the Compensation Period was 70, and thus 7 fewer than anticipated.

<sup>2</sup> Attorney Practice Groups: BSGR&B; Litigation; Labor & Employment; Tax; and Corporate.

<sup>3</sup> The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the BSGR&B, Litigation, Labor & Employment; Tax; and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

<sup>4</sup> As explained in the Application, Proskauer's Engagement Letter provides as of January 1, 2020 for rates 4% higher than these rates, but Proskauer agreed, at the Oversight Board's request, not to request allowance and payment of the incremental rates at this time.